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Attorneys for Wilmington Trust Company,
as Indenture Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X
In re:	:
	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:
	Case No. 05-44481 (RDD)
Debtors.	:
	(Jointly Administered)
	:
	X

**RESPONSE OF WILMINGTON TRUST COMPANY, AS
INDENTURE TRUSTEE TO FORTIETH OMNIBUS CLAIMS OBJECTION**

Wilmington Trust Company, an indenture trustee (“WTC”) for the \$2 Billion of senior debt issued by Delphi Corporation, responds to the Reorganized Debtors’ Fortieth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to (I) Expunge Certain (A) Books and Records Claims, (B) Fully Satisfied Claims, and (C) Objected-to Claims to be Disallowed, (II) Modify and Allow Certain (A) Partially Satisfied Claims, (B) Claims to be Further Modified, (C) Objected to Claims to be Modified and Allowed, and (III) Allow Certain Claims (the “Fortieth Omnibus Claims Objection”).

1. On or about July 24, 2006, Wilmington Trust Company, as indenture trustee, filed a proof of claim against the estate of Delphi Corporation in the amount of \$2,044,593,402.77 (the “Senior Bond Claim”).

2. By the Fortieth Omnibus Claims Objection, Delphi Corporation and its affiliated debtors in these jointly administered chapter 11 cases (collectively, the "Debtors") appear to seek entry of an order allowing the Senior Bond Claim in the amount of \$2,044,593,402.77, as filed.

3. WTC has no objection to allowance of the Senior Bond Claim in the amount of \$2,044,593,402.77 and otherwise expressly reserves all of its rights in connection with the proof, allowance and payment of the Senior Bond Claim.

Dated: New York, New York
January 14, 2010

K&L GATES LLP

By: /s/ Edward M. Fox
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